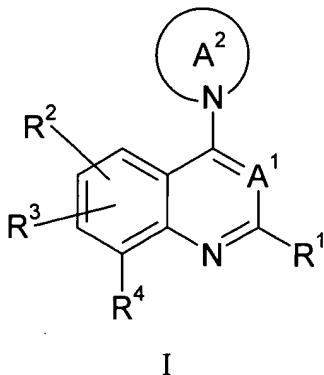


IN THE CLAIMS:

1. (Previously Amended) A compound selected from the group consisting of compounds of Formula I



wherein

R¹ is alkyl, cycloalkyl, aralkyl or trifluoroalkyl;

R² is hydrogen, alkyl, alkoxy, hydroxy, halogen, trifluoroalkyl, difluoroalkoxy or trifluoroalkoxy;

R³ is aryl or heteroaryl;

R⁴ is hydrogen;

R⁵ is hydrogen, alkyl or aralkyl;

R⁶ and R⁷ are each independently hydrogen or alkyl;

A¹ is CH;

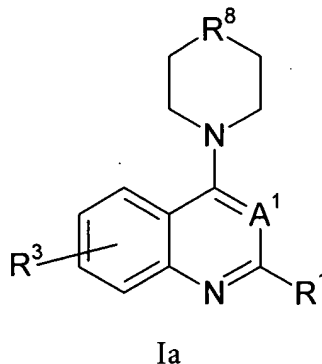
A² is pyrrolidine, piperidine, 3-4-dihydro-1H-isoquinoline, or azepane, each of which is optionally substituted with a group selected from the group consisting of alkyl, hydroxy, alkoxy, alkoxyalkyl, alkoxyalkoxy, hydroxyalkoxy, -COOR⁵ and -CONR⁶R⁷;

pharmaceutically acceptable salts of compounds of Formula I, pharmaceutically acceptable solvates of compounds of Formula I and pharmaceutically acceptable esters of compounds of Formula I.

2. (Original) The compound according to claim 1, wherein R² is hydrogen.
3. (Original) The compound according to claim 1, wherein R¹ is alkyl.
4. (Original) The compound according to claim 3, wherein R¹ is methyl.

5. (Original) The compound according to claim 1, wherein R³ is attached at the 7-position of the quinoline or quinazoline ring.
6. (Original) The compound according to claim 1, wherein A¹ is CH.
7. (Canceled)
8. (Original) The compound according to claim 1, wherein R³ is unsubstituted phenyl, thiophenyl, pyridinyl, pyrimidinyl, 1H-indolyl, benzofuryl, benzothiophenyl or naphthyl or R³ is phenyl, thiophenyl, pyridinyl, pyrimidinyl, 1H-indolyl, benzofuryl, benzothiophenyl or naphthyl, substituted with one to three substituents each independently selected from halogen, trifluoromethyl, amino, alkoxy, methylenedioxy, alkylcarbonyl, cyano, alkyl, nitro, hydroxy, trifluoromethoxy, alkylsulfanyl, alkenyl, alkoxycarbonyl, aryloxy, alkoxycarbonylamino, alkylcarbonylamino and aminocarbonyl.
9. (Original) The compound according to claim 8, wherein R³ is unsubstituted thiophenyl, pyridinyl or naphthyl or R³ is phenyl or thiophenyl substituted with one or two substituents each independently selected from halogen, trifluoromethyl, alkoxy, alkylcarbonyl, cyano and hydroxy.
10. (Canceled)
11. (Currently Amended) The compound according to claim ~~10~~ 8, wherein A² is pyrrolidine, piperidine, 3,4-dihydro 1H isoquinoline or azepane ring, wherein these rings are optionally substituted with alkyl.
12. (Original) The compound according to claim 11, selected from the group consisting of 4-(3,4-dihydro-1H-isoquinolin-2-yl)-2-methyl-7-(3-trifluoromethyl-phenyl)-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

13. (Original) The compound according to claim 12, which is 4-(3,4-dihydro-1H-isoquinolin-2-yl)-2-methyl-7-(3-trifluoromethyl-phenyl)-quinoline.
14. (Previously Amended) A compound selected from the group consisting of compounds of Formula Ia



wherein

R¹ is lower alkyl;

R³ is aryl or heteroaryl attached at the 5, 6 or 7-position of the quinoline or quinazoline ring;

A¹ is CH;

R⁸ is a bond, or lower alkylene;

pharmaceutically acceptable salts of compounds of Formula Ia, and

pharmaceutically acceptable esters of compounds of Formula Ia.

15. (Original) The compound according to claim 14, wherein R³ is unsubstituted phenyl, thiophenyl, pyridinyl, pyrimidinyl, 1H-indolyl, benzofuryl, benzothiophenyl or naphthyl or R³ is phenyl, thiophenyl, pyridinyl, pyrimidinyl, 1H-indolyl, benzofuryl, benzothiophenyl or naphthyl, substituted with one to three substituents each independently selected from halogen, trifluoromethyl, amino, alkoxy, methylenedioxy, alkylcarbonyl, cyano, alkyl, nitro, hydroxy, trifluoromethoxy, alkylsulfanyl, alkenyl, alkoxycarbonyl, aryloxy, alkoxycarbonylamino, alkylcarbonylamino and aminocarbonyl.
16. (Canceled)

17. (Previously Amended) The compound according to claim 15, wherein R³ is attached at the 7-position of the quinoline ring.
18. (Original) The compound according to claim 17, wherein R⁸ is a bond.
19. (Original) The compound according to claim 18, wherein R³ is an unsubstituted group selected from the group consisting of phenyl, thiophenyl, pyridinyl, pyrimidinyl, 1H-indolyl, benzofuryl, benzothiophenyl and naphthyl.
20. (Original) The compound according to claim 19, selected from the group consisting of 2-methyl-7-phenyl-4-pyrrolidin-1-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.
21. (Original) The compound according to claim 20, which is 2-methyl-7-phenyl-4-pyrrolidin-1-yl-quinoline.
22. (Original) The compound according to claim 19, selected from the group consisting of 2-methyl-4-pyrrolidin-1-yl-7-thiophen-2yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.
23. (Original) The compound according to claim 22, which is 2-methyl-4-pyrrolidin-1-yl-7-thiophen-2yl-quinoline.
24. (Original) The compound according to claim 19, selected from the group consisting of 2-methyl-7-pyridin-3-yl-4-pyrrolidin-1-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.
25. (Original) The compound according to claim 24, which is 2-methyl-7-pyridin-3-yl-4-pyrrolidin-1-yl-quinoline.

26. (Original) The compound according to claim 19, selected from the group consisting of 2-methyl-7-pyrimidin-5-yl-4-pyrrolidin-1-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.
27. (Original) The compound according to claim 26, which is 2-methyl-7-pyrimidin-5-yl-4-pyrrolidin-1-yl-quinoline.
28. (Original) The compound according to claim 18, wherein R³ is selected from the group consisting of phenyl, thiophenyl, pyridinyl, pyrimidinyl, 1H-indolyl, benzofuryl, benzothiophenyl and naphthyl, and is substituted with one to three substituents;
wherein each substituent is selected from the group consisting of halogen, trifluoromethyl, amino, alkoxy, methylenedioxy, alkylcarbonyl, cyano, alkyl, nitro, hydroxy, trifluoromethoxy, alkylsulfanyl, alkenyl, alkoxycarbonyl, aryloxy, alkoxycarbonylamino, alkylcarbonylamino and aminocarbonyl.
29. (Original) The compound according to claim 28, selected from the group consisting of 7-(3-chloro-phenyl)-2-methyl-4-pyrrolidin-1-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.
30. (Original) The compound according to claim 29, which is 7-(3-chloro-phenyl)-2-methyl-4-pyrrolidin-1-yl-quinoline.
31. (Original) The compound according to claim 28, selected from the group consisting of 2-methyl-4-pyrrolidin-1-yl-7-(3-trifluoromethyl-phenyl)-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.
32. (Original) The compound according to claim 31, which is 2-methyl-4-pyrrolidin-1-yl-7-(3-trifluoromethyl-phenyl)-quinoline.

33. (Original) The compound according to claim 28, selected from the group consisting of 3-(2-methyl-4-pyrrolidin-1-yl-quinoline-7-yl)-phenylamine, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.
34. (Original) The compound according to claim 33, which is 3-(2-methyl-4-pyrrolidin-1-yl-quinoline-7-yl)-phenylamine.
35. (Original) The compound according to claim 28, selected from the group consisting of 1-[4-(2-methyl-4-pyrrolidin-1-yl-quinoline-7-yl)-phenyl]-ethanone, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.
36. (Original) The compound according to claim 35, which is 1-[4-(2-methyl-4-pyrrolidin-1-yl-quinoline-7-yl)-phenyl]-ethanone.
37. (Original) The compound according to claim 28, selected from the group consisting of 7-(4-methoxy-phenyl)-2-methyl-4-pyrrolidin-1-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.
38. (Original) The compound according to claim 37, which is 7-(4-methoxy-phenyl)-2-methyl-4-pyrrolidin-1-yl-quinoline.
- 39-47. (Canceled)
48. (Previously Amended) The compound according to claim 17, wherein R⁸ is lower alkylene.
49. (Previously Amended) The compound according to claim 48, wherein R⁸ is a methylene group.

50. (Original) The compound according to claim 49, wherein R³ is an unsubstituted group selected from the group consisting of phenyl, thiophenyl, pyridinyl, pyrimidinyl, 1H-indolyl, benzofuryl, benzothiophenyl and naphthyl.
51. (Original) The compound according to claim 50, selected from the group consisting of 2-methyl-4-piperidin-1-yl-7-thiophen-2-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.
52. (Original) The compound according to claim 51, which is 2-methyl-4-piperidin-1-yl-7-thiophen-2-yl-quinoline.
53. (Original) The compound according to claim 50, selected from the group consisting of 2-methyl-7-phenyl-4-piperidin-1-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.
54. (Original) (Original) The compound according to claim 53, which is 2-methyl-7-phenyl-4-piperidin-1-yl-quinoline.
55. (Original) The compound according to claim 50, selected from the group consisting of 7-(1H-indol-5-yl)-2-methyl-4-piperidin-1-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.
56. (Original) The compound according to claim 55, which is 7-(1H-indol-5-yl)-2-methyl-4-piperidin-1-yl-quinoline.
57. (Original) The compound according to claim 50, selected from the group consisting of 2-methyl-4-piperidin-1-yl-7-pyridin-3-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.
58. (Original) The compound according to claim 57, which is 2-methyl-4-piperidin-1-yl-7-pyridin-3-yl-quinoline.

59. (Original) The compound according to claim 49, wherein R³ is selected from the group consisting of phenyl, thiophenyl, pyridinyl, pyrimidinyl, 1H-indolyl, benzofuryl, benzothiophenyl and naphthyl, and is substituted with one to three substituents;
wherein each substituent is selected from the group consisting of halogen, trifluoromethyl, amino, alkoxy, methylenedioxy, alkylcarbonyl, cyano, alkyl, nitro, hydroxy, trifluoromethoxy, alkylsulfanyl, alkenyl, alkoxycarbonyl, aryloxy, alkoxycarbonylamino, alkylcarbonylamino and aminocarbonyl.
60. (Original) The compound according to claim 59, selected from the group consisting of 2-methyl-4-piperidin-1-yl-7-(3-trifluoromethyl-phenyl)-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.
61. (Original) The compound according to claim 60, which is 2-methyl-4-piperidin-1-yl-7-(3-trifluoromethyl-phenyl)-quinoline.
62. (Original) The compound according to claim 59, selected from the group consisting of 7-(3-chloro-phenyl)-2-methyl-4-piperidin-1-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.
63. (Original) The compound according to claim 62, which is 7-(3-chloro-phenyl)-2-methyl-4-piperidin-1-yl-quinoline.
64. (Original) The compound according to claim 59, selected from the group consisting of 1-[4-(2-methyl-4-piperidin-1-yl-quinolin-7-yl)-phenyl]-ethanone, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.
65. (Original) The compound according to claim 64, which is 1-[4-(2-methyl-4-piperidin-1-yl-quinolin-7-yl)-phenyl]-ethanone.

66. (Original) The compound according to claim 59, selected from the group consisting of 3-(2-methyl-4-piperidin-1-yl-quinolin-7-yl)-phenylamine, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.
67. (Original) The compound according to claim 66, which is 3-(2-methyl-4-piperidin-1-yl-quinolin-7-yl)-phenylamine.
68. (Original) The compound according to claim 59, selected from the group consisting of 7-(4-methoxy-phenyl)-2-methyl-4-piperidin-1-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.
69. (Original) The compound according to claim 68, which is 7-(4-methoxy-phenyl)-2-methyl-4-piperidin-1-yl-quinoline.
70. (Previously Amended) The compound according to claim 48, wherein R⁸ is an ethylene group.
71. (Original) The compound according to claim 70, wherein R³ is an unsubstituted group selected from the group consisting of phenyl, thiophenyl, pyridinyl, pyrimidinyl, 1H-indolyl, benzofuryl, benzothiophenyl and naphthyl.
72. (Original) The compound according to claim 70, wherein R³ is selected from the group consisting of phenyl, thiophenyl, pyridinyl, pyrimidinyl, 1H-indolyl, benzofuryl, benzothiophenyl and naphthyl, and is substituted with one to three substituents;
wherein each substituent is selected from the group consisting of halogen, trifluoromethyl, amino, alkoxy, methylenedioxy, alkylcarbonyl, cyano, alkyl, nitro, hydroxy, trifluoromethoxy, alkylsulfanyl, alkenyl, alkoxycarbonyl, aryloxy, alkoxycarbonylamino, alkylcarbonylamino and aminocarbonyl.
73. (Original) The compound according to claim 72, selected from the group consisting of 4-azepan-1-yl-2-methyl-7-(3-trifluoromethyl-phenyl)-quinoline,

pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

74. (Original) The compound according to claim 73, which is 4-azepan-1-yl-2-methyl-7-(3-trifluoromethyl-phenyl)-quinoline.
75. (Previously Amended) The compound according to claim 15, wherein R³ is attached at the 6-position of the quinoline ring.
76. (Original) The compound according to claim 75, wherein R⁸ is a bond.
77. (Original) The compound according to claim 76, selected from the group consisting of 6-(3-chloro-phenyl)-2-methyl-4-pyrrolidin-1-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.
78. (Original) The compound according to claim 77, which is 6-(3-chloro-phenyl)-2-methyl-4-pyrrolidin-1-yl-quinoline.
- 79-81. (Canceled)
82. (Previously Amended) The compound according to claim 75, wherein R⁸ is lower alkylene.
83. (Previously Amended) The compound according to claim 15, wherein R³ is attached at the 5-position of the quinoline ring.
84. (Original) The compound according to claim 83, wherein R⁸ is a bond.
85. (Original) The compound according to claim 84, selected from the group consisting of 5-(3-chloro-phenyl)-2-methyl-4-pyrrolidin-1-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

86. (Original) The compound according to claim 85, which is 5-(3-chloro-phenyl)-2-methyl-4-pyrrolidin-1-yl-quinoline.
- 87-91. (Canceled)
92. (Previously Amended) The compound according to claim 83, wherein R⁸ is lower alkylene.
93. (Original) The compound according to claim 92, selected from the group consisting of 5-(3-chloro-phenyl)-2-methyl-4-piperidin-1-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.
94. (Original) The compound according to claim 93, which is 5-(3-chloro-phenyl)-2-methyl-4-piperidin-1-yl-quinoline.
95. (Original) The compound according to claim 92, selected from the group consisting of 2-methyl-4-piperidin-1-yl-5-(3-trifluoromethyl-phenyl)-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.
96. (Original) The compound according to claim 95, which is 2-methyl-4-piperidin-1-yl-5-(3-trifluoromethyl-phenyl)-quinoline.
- 97-145. (Canceled)